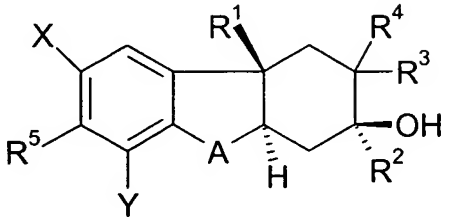
AMENDMENTS TO THE CLAIMS

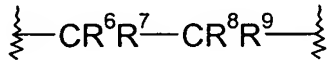
This listing of claims will replace all prior versions and listings of claims in the application.

1. (Original) A compound of the formula

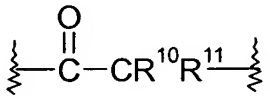


I

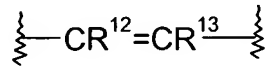
wherein A is of the formula



,



, or



;

X and Y are each independently hydrogen, fluoro, chloro, bromo, or (C_1-C_6)alkyl;

R^1 is (C_2-C_6)alkyl, (C_3-C_6)alkenyl, or optionally substituted benzyl; wherein said benzyl may be optionally substituted with one to three substituents independently selected from HO-, (C_1-C_6)alkyl-O-, halo and amino;

R^2 is (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_3-C_6)alkynyl, (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, (C_1-C_9)heterocyclyl, (C_1-C_9)heteroaryl, (C_6-C_{10})aryl(C_1-C_4)alkyl, (C_1-C_9)heterocyclyl-(C_1-C_4)alkyl, (C_1-C_9)heteroaryl-(C_1-C_4)alkyl, or (C_3-C_{10})cycloalkyl-(C_1-C_4)alkyl; wherein each of the aforesaid groups may optionally be substituted with one to three substituents independently selected from halo, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, or -CF_3;

R^3 is hydrogen, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_{10})cycloalkyl, (C_1-C_9)heterocyclyl, (C_1-C_9)heteroaryl, or (C_6-C_{10})aryl; wherein each of the aforesaid groups may be optionally substituted with one to three substituents independently selected from HO-, (C_1-C_6)alkyl-O-, halo and amino;

R^4 is HO- or $R^{14}R^{15}N$-;

R^5 is a radical selected from the group consisting of hydrogen, halo, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_3\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, -OH, $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O-, $(C_3\text{-}C_{10})$cycloalkyl-$(C_1\text{-}C_6)$alkyl-O-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, $R^{16}R^{17}N$-(C=O)-, R^{16}-(C=O)-(R^{25}-N)-, $R^{16}R^{17}$-N-SO_2-, R^{18}-SO_2-, R^{18}-SO_2-(NR^{19})-, R^{18}-SO_3-, -C≡N, R^{18}-(C=O)-O-, R^{18}-(C=O)-, $R^{16}R^{17}N$-(C=O)-O-, $R^{16}R^{17}N$-(C=O)-(R^{25}-N)-, R^{19}-O-(C=O)-(R^{25}-N)-, and R^{19}-O-(C=O)-; wherein each of said $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O-, $(C_3\text{-}C_{10})$cycloalkyl-$(C_1\text{-}C_6)$alkyl-O-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O- radicals, may optionally be substituted with one to three substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}N$-(C=O)-, $R^{23}R^{24}$-N-SO_2-, R^{21}-SO_2-, R^{21}-SO_2-(NR^{21})-, R^{21}-SO_3-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; R^{21}(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy;

n is an integer from zero to four;

each of R^6, R^7, R^8 and R^9 is independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, fluoro and -OH;

each of R^{10} and R^{11} is independently selected from the group consisting of hydrogen and $(C_1\text{-}C_6)$alkyl;

each of R^{12} and R^{13} is independently selected from the group consisting of hydrogen, fluoro and $(C_1\text{-}C_6)$alkyl;

each of R^{14} and R^{15} is independently selected from hydrogen or $(C_1\text{-}C_4)$alkyl;

each of R^{16} and R^{17} is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to three substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or R^{16} and R^{17} are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, $(C_1\text{-}C_6)$alkyl-piperazinyl, or morpholinyl ring;

R^{18} is hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl or $(C_1\text{-}C_9)$heteroaryl; wherein said $(C_1\text{-}C_6)$alkyl may optionally be substituted with a substituent selected from the group consisting of HO-, amino, $(C_1\text{-}C_6)$alkylamino, $[(C_1\text{-}C_6)\text{alkyl}]_2$amino, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_6)$alkoxy, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, $(C_1\text{-}C_6)$alkyl-(C=O)-, N≡C-, $[(C_1\text{-}C_6)\text{alkyl}]_2$N-(C=O)- and $(C_1\text{-}C_6)$alkyl(C=O)-NH-;

R^{19} is hydrogen or $(C_1\text{-}C_6)$alkyl;

R^{20} is hydrogen or $(C_1\text{-}C_6)$alkyl;

R^{21} is hydrogen or $(C_1\text{-}C_6)$alkyl;

R^{22} is hydrogen or $(C_1\text{-}C_6)$alkyl;

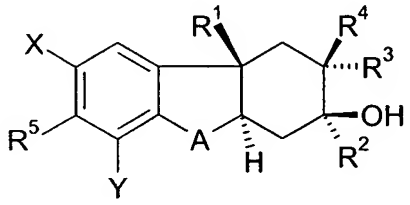
each of R^{23} and R^{24} is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, N≡C-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to three substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or R^{23} and R^{24} are taken together to

form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, (C_1-C_6)alkyl-piperazinyl, or morpholinyl ring;

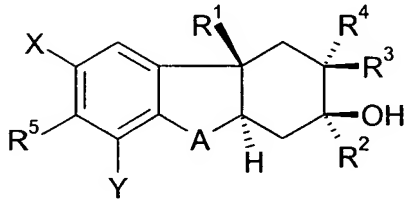
R^{25} is hydrogen or (C_1-C_6)alkyl;

or a pharmaceutically acceptable salt thereof.

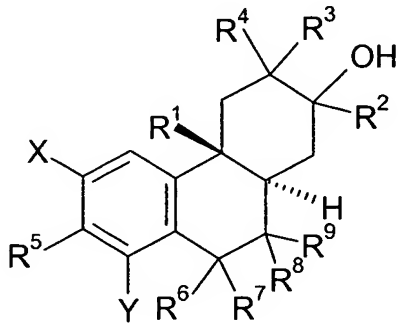
2. (Currently Amended) A compound according to claim 1, wherein said compound has the formula



3. (Currently Amended) A compound according to claim 1, wherein said compound has the formula

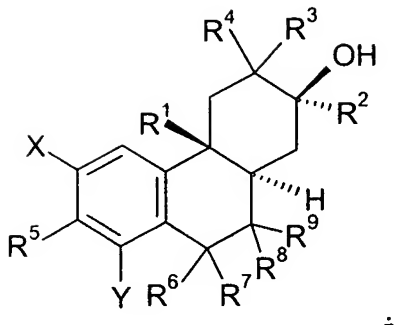


4. (Original) A compound according to claim 1, wherein said compound has the formula

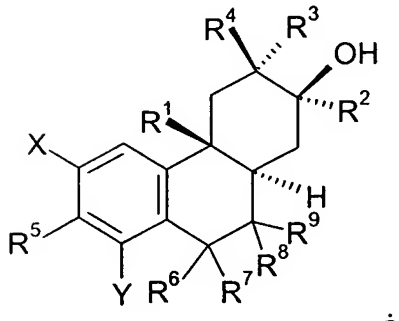


1a

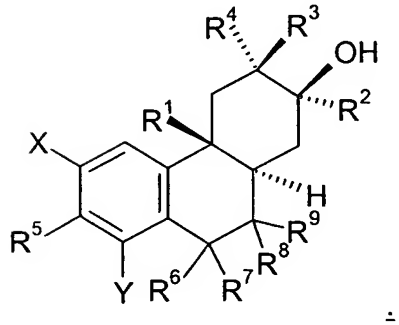
5. (Currently Amended) A compound according to claim 1, wherein said compound has the formula



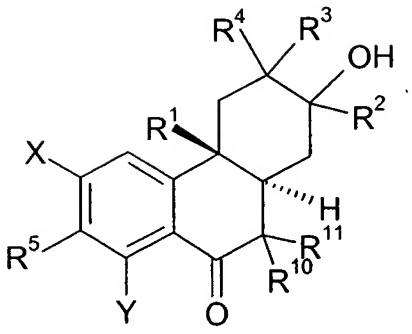
6. (Currently Amended) A compound according to claim 1, wherein said compound has the formula



7. (Currently Amended) A compound according to claim 1, wherein said compound has the formula

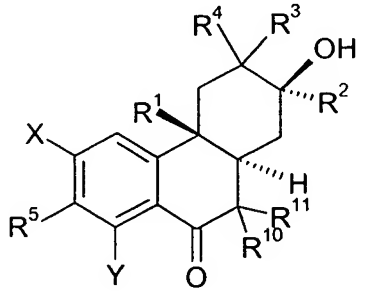


8. (Withdrawn) A compound according to claim 1, wherein said compound has the formula

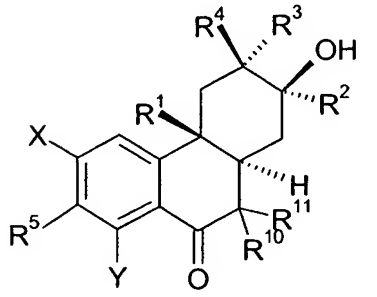


1b

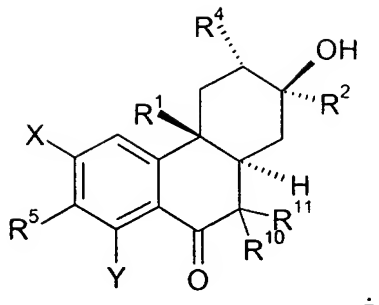
9. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



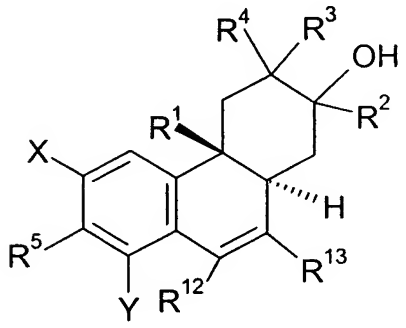
10. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



11. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula

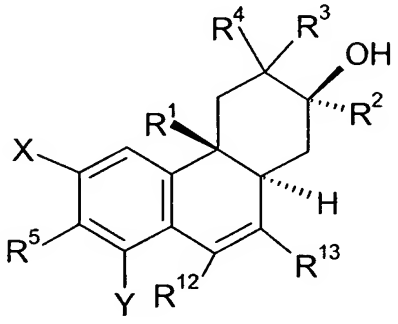


12. (Original) A compound according to claim 1, wherein said compound has the formula

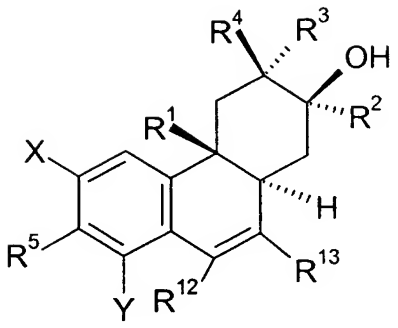


1c

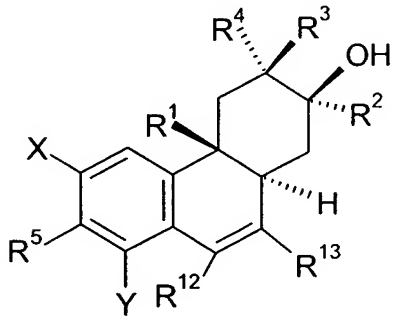
13. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



14. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



15. (Withdrawn-Currently Amended) A compound according to claim 1, wherein said compound has the formula



16. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein R^1 is ethyl or allyl.

17. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein R^2 is optionally substituted (C_6-C_{10})aryl.

18. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted (C_1-C_9)heteroaryl.

19. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted (C_3-C_5)heteroaryl.

20. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted (C_1-C_9)heterocyclyl.

21. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted phenyl.

22. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is phenyl.

23. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted thiazolyl.

24. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted pyridyl.

25. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted oxazolyl.

26. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted pyridin-2-yl.

27. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted thiazol-2-yl.

28. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is optionally substituted oxazol-2-yl.

29. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is pyridin-2-yl; optionally substituted with a substituent selected from halo, CF_3, and $(C_1\text{-}C_6)$alkyl.

30. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is thiazol-2-yl; optionally substituted with a substituent selected from halo, CF_3, or (C_1-C_6)alkyl.

31. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is oxazol-2-yl; optionally substituted with a substituent selected from halo, CF_3, or (C_1-C_6)alkyl.

32. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is pyridin-2-yl.

33. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is thiazol-2-yl.

34. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is oxazol-2-yl.

35. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is (C_3-C_6)alkynyl.

36. (Currently Amended) A compound according to claim 1 ~~claims 1-16~~, wherein R^2 is (C_2-C_6)alkenyl.

37. (Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein R^3 is hydrogen.

38. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is (C_1-C_6)alkyl optionally substituted with a substituent selected from halo or hydroxy.

39. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is methyl, ethyl or propyl.

40. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is methyl.

41. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is optionally substituted $(C_1\text{-}C_9)$heteroaryl.

42. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is optionally substituted $(C_1\text{-}C_9)$heterocyclyl.

43. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^3 is optionally substituted $(C_6\text{-}C_{10})$aryl.

44. (Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~any of the foregoing claims~~, wherein R^4 is HO-.

45. (Currently Amended) A compound according to claim 1 ~~claims 1-36~~, wherein R^4 is $R^{14}R^{15}N$-.

46. (Withdrawn-Currently Amended) A compound according to claim 1 ~~any of the foregoing claims~~, wherein R^5 is -OH.

47. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, or $(C_1\text{-}C_9)$heterocyclic-O-, wherein each of said $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_1\text{-}C_6)$alkyl-O-, $(C_3\text{-}C_{10})$cycloalkyl-O-, $(C_6\text{-}C_{10})$aryl-O-, $(C_1\text{-}C_9)$heteroaryl-O-, $(C_1\text{-}C_9)$heterocyclic-O- radicals may optionally be substituted with one to three substituents independently selected from $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-.

48. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is optionally substituted $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl; optionally substituted with one to three substituents independently selected from $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-.

49. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, wherein each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, may optionally be substituted with one to three substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}N$-, $R^{23}R^{24}N$-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}N$-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; R^{21}(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

50. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, wherein each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl-O-, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O-, and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl-O-, may optionally be substituted with a substituent selected from the group consisting of

$(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; R^{21}(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

51. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to two substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic, halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; R^{21}(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

52. (Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to two substituents independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-$(C_1\text{-}C_6)$alkyl-, $R^{23}R^{24}$N-(C=O)-, R^{21}(C=O)-NH-, R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; R^{21}(C=O)-NH-$(C_1\text{-}C_6)$alkyl-; and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-$(C_1\text{-}C_6)$alkyl-; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to two members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy;

wherein n is an integer from zero to two;
wherein each of R^{23} and R^{24} is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl, amino-$(C_1\text{-}C_6)$alkyl-, $(C_1\text{-}C_6)$alkylamino-$(C_1\text{-}C_6)$alkyl-, and $[(C_1\text{-}C_6)\text{alkyl}]_2$amino-$(C_1\text{-}C_6)$alkyl-; wherein said each of said $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, and $(C_1\text{-}C_9)$heterocyclic moieties of said $(C_6\text{-}C_{10})$aryl-, $(C_1\text{-}C_9)$heteroaryl-, $(C_1\text{-}C_9)$heterocyclic-, $(C_6\text{-}C_{10})$aryl-$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heteroaryl-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_9)$heterocyclic-$(C_1\text{-}C_6)$alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl or $(C_1\text{-}C_6)$alkoxy, or R^{23} and R^{24} are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, $(C_1\text{-}C_6)$alkyl-piperazinyl or morpholinyl ring.

53. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is optionally substituted $(C_1\text{-}C_6)$alkyl-O-.

54. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_1\text{-}C_6)$alkyl-O- optionally substituted with one to three substituents independently selected from the group consisting of $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl and $(C_1\text{-}C_9)$heterocyclic; wherein said $(C_3\text{-}C_{10})$cycloalkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl$(CH_2)_n$-, $(C_1\text{-}C_9)$heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1\text{-}C_6)$alkyl, and $(C_1\text{-}C_6)$alkoxy.

55. (Withdrawn-Currently Amended) A compound according to claim 1 ~~claims 1-45~~, wherein R^5 is $(C_1\text{-}C_6)$alkyl-O- substituted with one substituent selected from the group consisting of halo, HO-, HO-(C=O)-, R^{20}-O-(C=O)-, R^{21}-(C=O)-, R^{22}-CO_2-, N≡C-, $R^{23}R^{24}$N-, $R^{23}R^{24}$N-(C=O)-, R^{21}(C=O)-NH-, and R^{21}(C=O)-[N-$(C_1\text{-}C_6)$alkyl]-; wherein R^{23} and R^{24} is independently selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl, $(C_1\text{-}C_9)$heteroaryl, $(C_1\text{-}C_9)$heterocyclic, $(C_1\text{-}C_9)$heteroaryl$(C_1\text{-}C_6)$alkyl, $(C_6\text{-}C_{10})$aryl$(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_9)$heterocyclic$(C_1\text{-}C_6)$alkyl, HO-$(C_1\text{-}C_6)$alkyl,

N≡C-(C_1-C_6)alkyl, amino-(C_1-C_6)alkyl-, (C_1-C_6)alkylamino-(C_1-C_6)alkyl-, and [(C_1-C_6)alkyl]$_2$amino-(C_1-C_6)alkyl-; wherein said each of said (C_6-C_{10})aryl, (C_1-C_9)heteroaryl, and (C_1-C_9)heterocyclic moieties of said (C_6-C_{10})aryl-, (C_1-C_9)heteroaryl-, (C_1-C_9)heterocyclic-, (C_6-C_{10})aryl-(C_1-C_6)alkyl, (C_1-C_9)heteroaryl-(C_1-C_6)alkyl and (C_1-C_9)heterocyclic-(C_1-C_6)alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, (C_1-C_6)alkyl or (C_1-C_6)alkoxy, or R^{23} and R^{24} are taken together to form an azetidinyl, pyrrolidinyl, piperidinyl or morpholinyl ring.

56. (Withdrawn-Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~claims 1-45~~, wherein R^5 is -C≡N, $R^{16}R^{17}$N-(C=O)-, $R^{16}R^{17}$-N-SO_2-, R^{18}-SO_2-, R^{18}-SO_2-(NR^{19})-, R^{18}-SO_3-, R^{16}-(C=O)-(R^{25}-N)-, $R^{16}R^{17}$N-(C=O)-(R^{25}-N)-, R^{19}-O-(C=O)-(R^{25}-N)-, R^{18}-(C=O)-O-, R^{18}-(C=O)-, $R^{16}R^{17}$N-(C=O)-O- or R^{19}-O-(C=O)-.

57. (Withdrawn-Currently Amended) A compound according to claims 1, 4, 5, 6, and 7 ~~claims 1-45~~, wherein R^5 is $R^{16}R^{17}$N-(C=O)-.

58. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein X and Y are each hydrogen.

59. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein one of X and Y is fluoro, chloro, or bromo.

60. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein each of X and Y are independently selected from hydrogen, fluoro, chloro, or bromo.

61. (Currently Amended) A compound according to claim 1 ~~claims 1-57~~, wherein one of X and Y is (C_1-C_6)alkyl.

62. (Original) A compound according to claim 1, wherein said compound is

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-7-(2-methylpyridin-3-ylmethoxy)-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;

(2*R*, 3*R*, 4a*R*, 10a*R*)-7-[5-(2-Dimethylaminoethyl)-[1,2,4]oxadiazol-3-ylmethoxy]-4a-ethyl-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol

(2*R*, 3*R*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*R*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-7-(2-methylpyridin-3-ylmethoxy)-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-thiazol-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2*R*, 3*S*, 4a*R*, 10a*R*)-4a-Ethyl-3-methyl-2-(4-methylthiazol-2-yl)-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;

(2R, 3R, 4aR, 10aS)-4a-Ethyl-2,3,7-trihydroxy-3-methyl-2-phenyl-2,3,4,4a,10,10a-hexahydro-1H-phenanthren-9-one;

(2R, 3R, 4aR, 10aS)-4a-Ethyl-3,9-dimethyl-2-phenyl-1,2,3,4,4a,10a-hexahydro-phenanthrene-2,3,7-triol;

(2R, 3R, 4aR, 10aR)-3,4a-Diethyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol;

(2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(2-hydroxy-ethoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

(2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(3-hydroxy-propoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

(2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(4-hydroxy-butoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

(4bR, 7R, 6R, 8aR)-4-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-butyronitrile;

(4bR, 7R, 6R, 8aR)-5-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-pentanenitrile;

(4bR, 7R, 6R, 8aR)-2-(4b-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4b,5,6,7,8,8a,9,10-octahydro-phenanthren-2-yloxy)-acetamide;
(2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(4-hydroxy-4-methyl-pentyloxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
(2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(5-hydroxy-5-methyl-hexyloxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
(2R, 3R, 4aR, 10aR)-4a-Ethyl-3-methyl-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol;
(2R, 3R, 4aR, 10aR)-4a-Ethyl-3-methyl-2-p-tolyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol; and
(2R, 3R, 4aR, 10aR)-4a-Ethyl-3-methyl-2-propenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3,7-triol.

63. (Withdrawn) A method of treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic diseases; edematous states; and gastrointestinal diseases in a mammal comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1.

64. (Original) A pharmaceutical composition for treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic diseases; edematous states; and gastrointestinal diseases in a mammal comprising a therapeutically effective amount of a compound according to claim 1 or a salt or prodrug thereof, and a pharmaceutically acceptable carrier.

65. (Withdrawn) A method of treating inflammation in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of

claim 1, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug.

66. (Original) A pharmaceutical composition for the treatment of inflammation comprising an amount of a compound of claim 1 effective for treating inflammation, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug; and a pharmaceutically acceptable carrier, vehicle or diluent.

67. (New) A compound according to claims 1, 4, 5, 6, and 7, wherein

R^4 is HO-; and

R^5 is -C≡N, $R^{16}R^{17}N$-(C=O)-, $R^{16}R^{17}$-N-SO_2-, R^{18}-SO_2-, R^{18}-SO_2-(NR^{19})-, R^{18}-SO_3-, R^{16}-(C=O)-(R^{25}-N)-, $R^{16}R^{17}N$-(C=O)-(R^{25}-N)-, R^{19}-O-(C=O)-(R^{25}-N)-, R^{18}-(C=O)-O-, R^{18}-(C=O)-, $R^{16}R^{17}N$-(C=O)-O- or R^{19}-O-(C=O)-.